

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

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:
THOMAS H. LEE EQUITY FUND V, L.P., :
THOMAS H. LEE PARALLEL FUND V, L.P., :
and THOMAS H. LEE EQUITY (CAYMAN) :
FUND V, L.P., :

07 Civ. 6767 (GEL)

Plaintiffs,

v.

MAYER, BROWN, ROWE & MAW LLP,

Defendant.

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**DECLARATION OF SETH GOODCHILD IN SUPPORT OF PLAINTIFFS’
MEMORANDUM OF LAW IN OPPOSITION TO DEFENDANT’S MOTION TO
DISMISS THE AMENDED COMPLAINT**

I, Seth Goodchild, declare under 28 U.S.C. § 1746:

1. I am an attorney admitted to practice before this Court and of counsel to Weil, Gotshal & Manges LLP, attorneys for Plaintiffs Thomas H. Lee Equity Fund V, L.P.; Thomas H. Lee Parallel Fund V, L.P.; and Thomas H. Lee Equity (Cayman) Fund V, L.P. (collectively, the “THL Funds”). I submit this declaration in support of the THL Funds’ memorandum of law in opposition to Defendant Mayer, Brown, Row & Maw LLP’s motion to dismiss the Amended Complaint (the “Opposition Brief”).

2. The following is a list of the exhibits cited in the THL Funds’ Opposition Brief. A true and correct copy of each document is attached hereto.

<u>Exhibit</u>	<u>Description</u>
A	Prepared Remarks Concerning <u>United States v. Joseph Collins</u> by United States Attorney Michael J. Garcia, December 18, 2007
B	ATSI Comm. Form 8-K, Ex. 10.1 (Securities Purchase Agreement)
C	<u>BT Triple Crown Merger Co., Inc. v. Citigroup Global Market Inc.</u> , Index No. 600899/08 (NY S. Ct. May 7, 2008)

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Executed on this 23rd day of May, 2008 in New York, New York.

/s/ Seth Goodchild
Seth Goodchild